

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**USDS SDNY
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ELECTRONICALLY FILED
DOC #:
DATE FILED: 7-20-06**

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SCHULTE ROTH & ZABEL LLP,

Plaintiff,

- against -

**STEVEN SEAGAL and STEAMROLLER
PRODUCTIONS, INC.,**

Defendants.
-----X

05 Civ. 2941 (HB)

**STIPULATION OF
SETTLEMENT AND ORDER
OF DISMISSAL SUBJECT TO
TERMS**

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, and it is SO ORDERED by the Court, pursuant to Rule 41 of the Federal Rules of Civil Procedure, that:

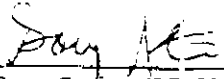
1. The above-captioned case, and any and all claims asserted therein, are dismissed without costs to any party, subject to the terms of the Settlement Agreement and Releases between Plaintiff, Schulte Roth & Zabel, LLP and Defendants, Steven Seagal and Steamroller Productions, Inc., dated July 5, 2006 (the "Settlement Agreement");

2. In the event of an uncured Event of Default under paragraph 3 of the Settlement Agreement, Plaintiff shall be entitled to request the entry of the Consent Judgment executed by the Defendants, in accordance with the Settlement Agreement;

3. In the event of an uncured Event of Default under the terms of the Settlement Agreement, the Court may enter an order reopening this matter for the limited purpose of entering the Consent Judgment in accordance with the Settlement Agreement; and

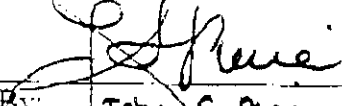
4. This Court shall retain jurisdiction over the parties for the purposes of the enforcement of the Settlement Agreement, the Consent Judgment and this Order.

SCHULTE ROTH & ZABEL LLP
Plaintiff Pro Se


By: Gary Stein (GS 5244)

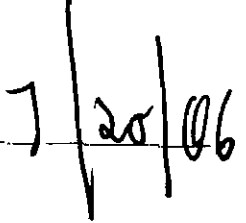
Dated: 7/5/06

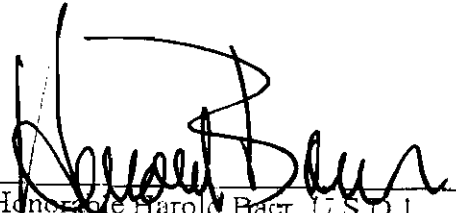
BARGER & WOLEN LLP
Attorneys for Defendants


By: John S. Merke

Dated: 7/6/06

IT IS SO ORDERED.

DATED: 


Honorable Harold Baer, U.S.D.J.